

To:
Subject:

From: Patricia Tadlock Thursday, February 17, 2006 11:01 AM Page: 8 of 14

P01 000072820

Florida Department of State
Division of Corporations
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Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

RAG HOLDINGS, INC.

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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2/17

To:
Subject:

From: Patricia Tadlock

Thursday, February 17, 2005 11:01 AM Page: 9 of 14

H05000040776 3

ARTICLES OF MERGER

OF

RAG BEACH, INC.,
a Florida corporation

WITH AND INTO

RAG HOLDINGS, INC.,
a Delaware corporation

FILED
05 FEB 17 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act (the "FBCA"), RAG Beach, Inc., a Florida corporation, and RAG Holdings, Inc., a Delaware corporation, do hereby adopt the following Articles of Merger:

1. The names of the entities who are parties to the merger contemplated by these Articles of Merger (the "Merger") are:

- (a) RAG Beach, Inc., a Florida corporation (the "Merging Corporation"); and
- (b) RAG Holdings, Inc., a Delaware corporation (the "Surviving Corporation").

2. The Merging Corporation is hereby merged with and into the Surviving Corporation and the separate existence of the Merging Corporation shall cease. The Surviving Corporation is the surviving entity in the Merger. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A" and made a part hereof by reference as if fully set forth herein (the "Agreement and Plan of Merger").

3. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of the Merging Corporation by joint unanimous written consent in lieu of holding a special meeting dated effective as of December 31, 2004, pursuant to Sections 607.0821 and 607.0704 of the FBCA.

4. The Agreement and Plan of Merger was unanimously approved by the board of directors and the shareholders of the Surviving Corporation by joint unanimous written consent in lieu of holding a special meeting dated effective as of December 31, 2004, pursuant to Sections 141(f) and 228(a) of the Delaware General Corporation Law.

5. These Articles of Merger shall become effective on the date and at the time accepted for filing by the Department of State of the State of Florida.

To
Subject:

From: Patricia Tadlock


Thursday, February 17, 2005 11:01 AM Page: 10 of 14

H05000040776 3

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed effective as of this 31st day of December, 2004.

MERGING CORPORATION:

RAG BEACH, INC., a Florida corporation

By: 
Rafael A. Garfunkel, President

SURVIVING CORPORATION:

RAG HOLDINGS, INC., a Delaware corporation

By: 
Rafael A. Garfunkel, President

To:
Subject:

From: Patricia Tadlock

Thursday, February 17, 2005 11:01 AM Page: 11 of 14

H05000040776 3

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER

See Attached

To:
Subject:

From: Patricia Tadlock

Thursday, February 17, 2005 11:01 AM Page: 12 of 14

H05000040776 3

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into effective as of the 31st day of December, 2004, by and between RAG Beach, Inc., a Florida Corporation (the "Merging Corporation"), and RAG Holdings, Inc., a Delaware corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Delaware;

WHEREAS, the Surviving Corporation owns 100% of the capital stock of the Merging Corporation; and

WHEREAS, pursuant to duly authorized action by their respective board of directors, and shareholders, the Merging Corporation and the Surviving Corporation have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Corporation hereby agree as follows:

1. **MERGER**. The Merging Corporation and the Surviving Corporation agree that the Merging Corporation shall be merged with and into the Surviving Corporation, as a single and surviving corporation, upon the terms and conditions set forth in this Agreement and that the Surviving Corporation shall continue under the laws of the State of Delaware as the Surviving Corporation.

2. **SURVIVING ENTITY**. On the Effective Date (as defined below) of the Merger:

(a) The Surviving Corporation shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Delaware, with all of the rights and obligations as are provided by the General Corporation Law of the State of Delaware.

(b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Corporation as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS**. As a result of the Merger, the charter documents of the Surviving Corporation shall be as follows:

(a) **Certificate of Incorporation**. The Certificate of Incorporation of the Surviving Corporation shall continue as the Certificate of Incorporation of the Surviving Corporation.

To:
Subject:

From: Patricia Tadlock

Thursday, February 17, 2005 11:01 AM Page: 13 of 14

H05000040776 3

(b) Bylaws. The Bylaws of the Surviving Corporation shall continue as the Bylaws of the Surviving Corporation.

4. MANNER AND BASIS OF CONVERTING SHARES. On the Effective Date, (i) all of the issued and outstanding shares of capital stock of the Merging Corporation shall be surrendered to the Surviving Corporation and canceled, and no shares of the Surviving Corporation or other property will be issued in exchange therefor, and (ii) all of the outstanding shares of the Surviving Corporation shall remain outstanding, and the current shareholder of the Surviving Corporation shall continue to own the same number of shares of the Surviving Corporation, and in the same proportions, as it did prior to the Effective Date.

5. APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Corporation's board of directors and shareholders and the Surviving Corporation's board of directors and shareholders. The proper officers of the Merging Corporation and the Surviving Corporation, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. EFFECTIVE DATE OF MERGER. The Merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

7. MISCELLANEOUS.

(a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

(b) No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the shareholders of the Merging Corporation and the members of the Surviving Corporation, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) Complete Agreement. This Agreement constitutes the complete Agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

[Signature Page Follows]

To: ~
Subject:

From: Patricia Tadlock

Thursday, February 17, 2005 11:01 AM Page. 14 of 14

H05000040776 3

IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the date first above written.

MERGING CORPORATION:

RAG BEACH, INC., a Florida corporation

By: _____

Rafael A. Garfunkel, President

SURVIVING ENTITY:

RAG HOLDINGS, INC., a Delaware corporation

By: _____

Rafael A. Garfunkel, President